

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE CROWN CASTLE INTERNATIONAL  
CORP. DERIVATIVE LITIGATION

---

C.A. No. 20-00606-MN

CONSOLIDATED

**STIPULATION AND [PROPOSED] ORDER**

WHEREAS, on April 30, 2020, plaintiff Melvyn Klein (“Plaintiff Klein”), derivatively on behalf of Crown Castle International Corp. (“Crown Castle” or the “Company”), filed a Verified Shareholder Derivative Complaint against Defendants P. Robert Bartolo, Jay A. Brown, Cindy Christy, Ari Q. Fitzgerald, Robert E. Garrison II, Andrea J. Goldsmith, Lee W. Hogan, Edward C. Hutcheson, Jr., J. Landis Martin, Robert F. McKenzie, Anthony J. Melone, and W. Benjamin Moreland (collectively, the “Klein Individual Defendants”) captioned *Klein v. Bartolo, et al.*, C.A. No. 20-cv-00606-MN (the “*Klein* Action”);

WHEREAS, on May 26, 2020, Plaintiff Joseph Bruno filed a similar shareholder derivative action on behalf of Crown Castle in this Court against the Klein Individual Defendants, as well as against individual defendant Daniel K. Schlanger (collectively, the “Individual Defendants”) and, together with Nominal Defendant Crown Castle, (the “Defendants”), asserting similar factual allegations and making similar claims as the *Klein* Action. The matter is captioned *Bruno v. Brown, et al.*, C.A. No. 20-cv-00703-MN (the “*Bruno* Action”);

WHEREAS, on May 29, 2020, Plaintiff Sean Devers filed a similar shareholder derivative action on behalf of Crown Castle in this Court against the Individual Defendants, asserting similar factual allegations and making similar claims as the *Klein* and *Bruno* Actions. The matter is captioned *Devers v. Brown, et al.*, C.A. No. 20-cv-00722 (the “*Devers* Action”);

WHEREAS, on June 23, 2020, this Court entered an Order consolidating the *Klein, Bruno*, and *Devers* Actions (the “Derivative Action”);

WHEREAS, there is currently pending in the United States District Court for the District of New Jersey a securities class action filed on February 27, 2020, captioned *La v. Crown Castle International Corp., et al.*, No. 2:20-cv-02156-CCC (D. N.J.) (the “*La* Securities Action”);

WHEREAS, there is currently pending in the United States District Court for the District of New Jersey a securities class action filed on March 17, 2020, captioned *Goering v. Crown Castle International Corp., et al.*, No. 2:20-cv-02943-CCC (D. N.J.) (the “*Goering* Securities Action”, and, together with the *La* Securities Action, “the Securities Litigation”);

WHEREAS, members of the putative class in the Securities Litigation have filed motions seeking consolidation of the *La* and *Goering* Securities Actions, and appointment as lead plaintiff and approval of class counsel in the Securities Litigation;

WHEREAS, upon the selection of a lead plaintiff in the Securities Litigation, it is anticipated that the lead plaintiff will file a consolidated class action complaint alleging, *inter alia*, that the defendants in the Securities Litigation violated the Securities Exchange Act of 1934;

WHEREAS, upon the filing of the consolidated class action complaint in the Securities Litigation, the defendants in the Securities Litigation anticipate filing a motion to dismiss;

WHEREAS, in order to promote judicial economy, the parties to this Derivative Action have agreed that, in light of the overlap between the Derivative Action and the Securities Litigation, all proceedings in this Derivative Action should be voluntarily stayed on the terms set forth below;

WHEREAS, the parties agree that this Stipulation is made in full reservation of and without waiver of or prejudice to any rights, claims, objections, defenses, arguments, and motions in this

Derivative Action, whether procedural, substantive, or otherwise, that any party may have.

IT IS HEREBY STIPULATED AND AGREED by the parties and their undersigned counsel, as follows:

1. All proceedings and deadlines in this Derivative Action shall be stayed until the court in the Securities Litigation either (i) enters an order granting the forthcoming motion to dismiss in the Securities Litigation in full, with prejudice, and such dismissal has been affirmed on appeal or the deadline to appeal such dismissal has passed; or (ii) enters an order denying any portion of such motion to dismiss (either (i) or (ii) being a “Resolution of the Motion to Dismiss”);

2. Counsel for Defendants shall promptly notify counsel for Plaintiffs if any other derivative action is served on the Defendants asserting the same or substantially similar factual allegations as those asserted in this Derivative Action (a “Substantially Similar Derivative Action”);

3. Counsel for Defendants shall seek to stay any Substantially Similar Derivative Action and shall promptly notify counsel for Plaintiffs if the plaintiff in any Substantially Similar Derivative Action declines to agree to a stay of proceedings of at least the same duration as the stay established through this Stipulation and Order;

4. Counsel for Defendants shall not oppose including Plaintiffs in any mediation of the Securities Litigation or any Substantially Similar Derivative Action. If any other party objects to including Plaintiffs in any such mediation, then counsel for Defendants shall separately mediate with counsel for Plaintiffs at or about the same time;

5. Counsel for Defendants shall, during the pendency of the stay, promptly provide Plaintiffs with the same discovery, if any, provided to plaintiffs in the Securities Litigation, as well as the same documents, if any, produced in a Substantially Similar Derivative Action or to a

shareholder who makes a books and records demand based on the same or substantially similar factual allegations as those asserted in this Derivative Action, subject to the execution by counsel for Plaintiffs of a confidentiality agreement governing the use and disclosure of these materials;

6. During the pendency of the stay, Plaintiffs may file a consolidated complaint, though Defendants are not required to move against, answer or otherwise respond to such a consolidated complaint during the pendency of the stay;

7. Upon the occurrence of a Resolution of the Motion to Dismiss, the parties will confer to determine whether to seek an extension of the stay or proceed with the Derivative Action, and will notify the Court of their decision within fifteen (15) days of such occurrence; and

8. Subject to applicable federal or local rules, any party to this Derivative Action may cause the stay to be lifted upon thirty (30) days' written notice via email to the undersigned counsel.

Dated: August 10, 2020

FARNAN LLP

By: /s/ Brian E. Farnan  
Brian E. Farnan (Bar No. 4089)  
Michael J. Farnan (Bar No. 5165)  
919 N. Market St., 12th Floor  
Wilmington, DE 19801  
Telephone: (302) 777-0300  
Facsimile: (302) 777-0301  
bfarnan@farnanlaw.com  
mfarnan@farnanlaw.com

O'KELLY ERNST & JOYCE, LLC

By: /s/ Ryan M. Ernst  
Ryan M. Ernst (#4788)  
901 N. Market Street, Suite 1000  
Wilmington, DE 19801  
Phone (302) 778-4000

Email: [rerntst@oelegal.com](mailto:rerntst@oelegal.com)

*[Proposed] Co-Liaison Counsel for Plaintiffs*

GAINEY McKENNA & EGLESTON

Thomas J. McKenna

Gregory M. Egleston

501 Fifth Avenue, 19th Floor

New York, NY 10016

Tel: (212) 983-1300

Fax: (212) 983-0383

Email: [tjmckenna@gme-law.com](mailto:tjmckenna@gme-law.com)

Email: [egleston@gme-law.com](mailto:egleston@gme-law.com)

THE BROWN LAW FIRM, P.C.

Timothy Brown

240 Townsend Square

Oyster Bay, NY 11771

Telephone: (516) 922-5427

Facsimile: (516) 344-6204

Email: [tbrown@thebrownlawfirm.net](mailto:tbrown@thebrownlawfirm.net)

*[Proposed] Co-Lead Counsel for Plaintiffs*

THE ROSEN LAW FIRM, P.A.

Phillip Kim

275 Madison Avenue, 40th Floor

New York, NY 10016

Telephone: (212) 686-1060

Facsimile: (212) 202-3827

Email: [pkim@rosenlegal.com](mailto:pkim@rosenlegal.com)

*Counsel for Plaintiff Bruno*

RICHARDS, LAYTON & FINGER, P.A.

/s/ Blake Rohrbacher

Blake Rohrbacher (#4750)

Nicole K. Pedi (#6236)

One Rodney Square

920 North King Street

Wilmington, DE 19801

(302) 651-7700

rohrbacher@rlf.com  
pedi@rlf.com

CRAVATH, SWAINE & MOORE LLP  
Rachel G. Skaistis  
825 8th Avenue  
New York, New York 10019  
(212) 474-1000  
rskaistis@cravath.com

*Counsel for Defendants*

**IT IS SO ORDERED** this \_\_\_\_\_ day of \_\_\_\_\_, 2020

---

United States District Court Judge